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ELIAS C. ALVORD (1942) ELLSWORTH C. ALVORD (1964) 0100199640

ALVORD AND ALVORD ATTORNEYS AT LAW 918 SIXTEENTH STREET, N.W. SUITE 200

> WASHINGTON, D.C. 20006-2973

> > (202) 393-2266

FAX (202) 393-2156

OF COUNSEL URBAN A LESTER

April 25, 1994

Mr. Sidney L. Strickland, Jr. Secretary Interstate Commerce Commission Washington, DC 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Bill of Sale, dated as of October 15, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Lease, dated as of October 15, 1993, which was duly filed with the Commission under Recordation Number 18447.

The names and addresses of the parties to the enclosed document are:

Seller:

Helm Equipment Leasing Corporation One Embarcadero Center, Suite 3500

San Francisco, California 94111

Purchaser:

London Life Insurance Company

255 Dufferin Avenue

London, Ontario N6A 4K1

Canada

A description of the railroad equipment covered by the enclosed document is: ninety-eight (98) XM boxcars bearing CPAA reporting marks (formerly HLMX and CO) and numbered 206500 through 206597, inclusive.



Mr. Sidney L. Strickland, Jr. April 25, 1994
Page 2

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission to cover the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg Enclosures

Interstate Commerce Commission Washington, D.C. 20423

OFFICE OF THE SECRETARY

April 26, 1994

Robert W. Alword
Alvord & Alvord
918 16th St., NW Suite 200
Washington DC 20006-2973

Dear Mr. Alvord:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on April 26, 1994 at 11:55AM, and assigned recordation number(s). 18447-A and 18783

Sincerely yours,

Secretary SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18447 FILED 1425

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BILL OF SALE

INTERSTATE CONSIDER CONSIDERED

THIS BILL OF SALE is made and delivered pursuant to a Purchase Agreement (the "Agreement") dated October 15, 1993 between HELM EQUIPMENT LEASING CORPORATION, a corporation existing under the laws of California (the "Seller") having an office at One Embarcadero Center, Suite 3500, San Francisco, CA 94111, and LONDON LIFE INSURANCE COMPANY, a corporation existing under the laws of Canada (the Purchaser") having an office at 255 Dufferin Avenue, London, Ontario N6A 4K1.

FOR GOOD AND VALUABLE CONSIDERATION as set forth in the Agreement, the receipt and sufficiency of which is hereby acknowledged, the Seller hereby sells, transfers, assigns, conveys and delivers to the Purchaser, its successors and assigns, all of the Seller's right, title and interest in and to the boxcars described in Schedule A attached hereto (the "Boxcars").

TO HAVE AND TO HOLD the same and each thereof unto the Purchaser, its successors and assigns, to its and their use and benefit forever.

- The Seller represents and warrants to the Purchaser that the Seller has good and valid title to the Boxcars, free and clear of all liens, security interests, adverse claims and encumbrances whatsoever, and the Seller covenants that it will warrant and defend the Boxcars and Purchaser's title therein against all claims and demands whatsoever of all persons claiming any interest therein through Seller or through any predecessor in title to Seller or whose claims originate or are based on any matter existing prior to the date hereof (other than any such claims or demands arising through Purchaser or CP (as defined below)). Seller acknowledges and agrees that the Purchaser may assign in favour of CP the benefit of its representation and warranty contained in this paragraph 1 and that CP may enforce the same directly against the Seller.
- The Boxcars have been accepted by Canadian Pacific Limited ("CP") by its delivery to Purchaser of a Certificate of Acceptance pursuant to a Lease Agreement dated October 15, 1993 between CP and Purchaser. Subject to the foregoing, the Seller makes NO WARRANTY, EITHER EXPRESS OF IMPLIED, INCLUDING ANY IMPLIED WARRANTY AS TO MERCHANTABILITY, DURABILITY, FITNESS FOR A PARTICULAR PURPOSE, DESIGN OR CONDITION, with respect to the Boxcars.
- 3. The Seller hereby assigns and conveys to Purchaser the benefit of all manufacturers' vendors' or dealers' warranties with respect to any Boxcars, including without limitation the Berwick Freight Car Company, Consolidated Rail Corporation, Transco Railway Products Inc. and Keystone Railway Equipment Company warranties relating to the Boxcars.
- 4. The Seller agrees to do all such things and execute and deliver all such documents as may be reasonably required by the Purchaser to evidence and give effect to the sale of the Boxcars to

· the Purchaser and to give effect to the terms of this Bill of Sale.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed and delivered by its duly authorized officers as of the 15th day of October 1993.

HELM EQUIPMENT LEASING CORPORATION

Name

Title: Executive Vice President

4.

SCHEDULE A

To the Bill of Sale dated October 15, 1993

EQUIPMENT DESCRIPTION:

Ninety-eight (98), sixty foot (60 $^{\prime}$), one hundred (100) ton, roller bearing, high roof, XM boxcars.

	NEW C	AR NUMBER	OLD	CAR NUMBER
1.	CPAA	206500	HLMX	495189
2.	CPAA		HLMX	
3.	CPAA		HLMX	
4.	CPAA		HLMX	
5.	CPAA		HLMX	495307
6.	CPAA		HLMX	
7.	CPAA	206506	HLMX	495311
8.	CPAA	206507	HLMX	495313
9.	CPAA	206508	HLMX	495321
10.	CPAA	206509	HLMX	495322
11.	CPAA	206510	HLMX	495324
12.	CPAA	206511	HLMX	495325
13.	CPAA	206512	HLMX	495368
14.	CPAA		HLMX	
15.	CPAA	206514	HLMX	
16.	CPAA		HLMX	
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31.	CPAA		HLMX	
32.	CPAA		HLMX	
33.	CPAA CPAA		HLMX CO	495358 495366
34. 35.	CPAA	206534	CO	495375
	-	206535	CO	495395
36. 37.	CPAA CPAA	206536	HLMX	
38.	CPAA	206537	CO	495362
39.	CPAA	206537	HLMX	
40.	CPAA	206539	HLMX	
41.	CPAA	206540	HLMX	
42.	CPAA	206541	HLMX	
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SCHEDULE A - Continued

To the Bill of Sale dated October 15, 1993

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SCHEDULE A - Continued

To the Bill of Sale dated October 15, 1993

	NEW_C	AR NUMBER	OLD CAR NUMBER	
91.	CPAA	206590	HLMX 495183	
92.	CPAA	206591	HLMX 495683	
93.	CPAA	206592	HLMX 495687	
94.	CPAA	206593	HLMX 495398	
95.	CPAA	206594	HLMX 495363	
96.	CPAA	206595	HLMX 495372	
97.	CPAA	206596	HLMX 495338	
98.	CPAA	206597	HLMX 495365	

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On <u>Octobu 14</u>, 1993, before me <u>Yu Camba Guino</u> personally appeared William M. Peterson, Executive Vice President of **HELM EQUIPMENT LEASING CORPORATION**,

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

SIGNATURE OF THE NOTARY

OFFICIAL SEAL
LA RONDA A. GAINES
Notary Public-California
SAN FRANCISCO COUNTY
My Commission Expires
June 9, 1995